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Attorneys for Defendant INTEL  
CORPORATION

[Counsel For Additional Parties  
Listed On Signature Page]

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
OAKLAND DIVISION

THOMAS E. HARPER and DIANNE KEENE,  
Individually and On Behalf of All Others  
Similarly Situated,

Plaintiffs,

v.

SMART TECHNOLOGIES, INC., DAVID A.  
MARTIN, NANCY L. KNOWLTON, G. A.  
FITCH, SALIM NATHOO, ARVIND  
SODHANI, INTEL CORPORATION, APAX  
PARTNERS, MORGAN STANLEY & CO.  
INC., DEUTSCHE BANK AG, and RBC  
DOMINION SECURITIES INC.,

Defendants.

Case No. 4:11-cv-05232 SBA

**STIPULATION EXTENDING TIME  
WITHIN WHICH DEFENDANTS MUST  
RESPOND TO CLASS ACTION  
COMPLAINT**

Pursuant to Civil Local Rule 6-1(a), Defendants Smart Technologies Inc., David A. Martin, Nancy L. Knowlton, G.A. Fitch, Salim Nathoo, Arvind Sodhani, Intel Corporation, Apax Partners, Morgan Stanley & Co. LLC (f/k/a Morgan Stanley & Co. Inc.), Deutsche Bank AG, and RBC Dominion Securities Inc. (“Defendants”), and Plaintiffs Thomas E. Harper and Dianne Keene (“Plaintiffs”), by and through their respective counsel of record, hereby submit the following stipulation.

WHEREAS, Plaintiffs filed a complaint in the above-captioned case on September 27, 2011 in the Superior Court of the State of California, County of San Francisco (“San Francisco Superior Court”); and

WHEREAS, Defendant SMART Technologies Inc. removed the above-captioned case to this Court on October 26, 2011; and

WHEREAS, Defendants intend to move to transfer venue of this action to the United States District Court for the Southern District of New York, where a prior-filed putative class action filed in January 2011 and entitled *Thomas McKenna v. Smart Technologies, Inc., et al.*, Civil Action No. 1:11 CV 7673, is pending; and

WHEREAS, Plaintiffs anticipate filing a motion to remand the above-captioned case to the San Francisco Superior Court pursuant to 28 U.S.C. § 1447(c) and opposing Defendants’ motion to transfer venue; and

WHEREAS, some of the Defendants’ answers or motions to dismiss the complaint are due pursuant to Federal Rule of Civil Procedure 81(c)(2) before the anticipated motions to remand and to transfer venue to the Southern District of New York are likely to be decided; and

WHEREAS, the parties agree that, under the circumstances, deferring Defendants’ answer or motion to dismiss until after the Court rules on Plaintiffs’ motion to remand and Defendants’ motion to transfer venue will conserve resources of the parties and this Court by eliminating potentially duplicative and unnecessary pleading and/or motion practice;

THEREFORE, Plaintiffs and Defendants, by and through their respective counsel of record, hereby stipulate as follows:

1 All Defendants hereby accept service of the Complaint and no actual service on any  
2 Defendant who has not already been served shall be necessary; and

3 Defendants shall answer or otherwise respond to the Class Action Complaint thirty (30) days  
4 after the later of (1) entry of an order on the motion to remand or (2) in the event the Court denies the  
5 motion to transfer venue, entry of an order denying the motion to transfer venue.

6 The requested extension will not alter the date of any event or any deadline already fixed by  
7 any Court order.

8 DATED: November 4, 2011

GIBSON, DUNN & CRUTCHER LLP

9 By: /s/ Paul J. Collins  
10 Paul J. Collins

11 Attorneys for Defendant  
12 INTEL CORPORATION

13 DATED: November 4, 2011

SIDLEY AUSTIN LLP

14 By: /s/ Sara B. Brody  
15 Sara B. Brody

16 Attorneys for Defendants SMART  
17 TECHNOLOGIES, INC., DAVID A. MARTIN,  
18 NANCY L. KNOWLTON, G.A. FITCH,  
19 SALIM NATHOO, ARVIND SODHANI,  
MICHAEL J. MUELLER, ROBERT C.  
HAGERTY, INC., and APAX PARTNERS

20 DATED: November 4, 2011

MILBANK, TWEED, HADLEY  
& MCCLOY LLP

21 By: /s/ Jerry L. Marks  
22 Jerry L. Marks

23 Attorneys for Defendants MORGAN  
24 STANLEY & CO. LLC (F/K/A/ MORGAN  
25 STANLEY & CO. INC.), DEUTSCHE BANK  
26 SECURITIES, INC., and RBC DOMINION  
SECURITIES

DATED: November 4, 2011

SCOTT & SCOTT LLP

By: /s/ Anne L. Box  
Anne L. Box

Attorneys for Plaintiffs  
THOMAS E. HARPER and DIANNE KEENE

**ATTORNEY ATTESTATION**

Pursuant to General Order 45, I, Paul J. Collins, hereby attest that concurrence in the filing of this document has been obtained from the above-listed counsel.

DATED: November 4, 2011

/s/ Paul J. Collins

Paul J. Collins

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**DECLARATION OF SERVICE**

I, Lorraine Nishiguchi, declare as follows:

I am employed in the County of Santa Clara, State of California; I am over the age of 18 years and am not a party to this action; my business address is 1881 Page Mill Road, Palo Alto, California 94304, in said County and State. On November 4, 2011, I served the within:

**STIPULATION EXTENDING TIME WITHIN WHICH DEFENDANTS MUST RESPOND TO CLASS ACTION COMPLAINT**

to all named counsel of record as follows:



**BY ECF (ELECTRONIC CASE FILING):** I e-filed the above-detailed documents utilizing the United States District Court, Northern District of California's mandated ECF (Electronic Case Filing) service. Counsel of record are required by the Court to be registered e-filers, and as such are automatically e-served with a copy of the documents upon confirmation of e-filing.

I certify under penalty of perjury that the foregoing is true and correct, that the foregoing document(s) were printed on recycled paper, and that this Declaration of Service was executed by the undersigned on November 4, 2011, at Palo Alto, California.

/s/ Lorraine Nishiguchi

LORRAINE NISHIGUCHI